



**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-2(c)

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In Re:

SHAPES/ARCH HOLDINGS L.L.C., *et al.*,

Debtors.

Chapter 11

Case No. 08-14631
(Jointly Administered)

Judge: Gloria M. Burns

Hearing Date: February 9, 2009

ORDER REDUCING CERTAIN CLAIMS AGAINST THE DEBTORS

(Claim Numbers 2, 13, 30, 43, 64, 86, 88, 92, 93, 94, 95, 99, 101, 121, 133, 153, 177, 186, 206, 207, 212, 228, 260, 265, 296, 313, 318, 320, 330, 338, 340, 344, 346, 353, 395, 423, 458, 494, 511, 515, 518, 542, 568, 584, 671, 700, 722, 724, 726, 745, 777, 780, 827 and 840)

The relief set forth on the following page, numbered two (2), is hereby **ORDERED**.

DATED: 2/20/2009



Honorable Gloria M. Burns
United States Bankruptcy Court Judge

(Page 2)

Debtor: SHAPES/ARCH HOLDINGS L.L.C., *et al.*
Case No: 08-14631 (GMB)
Caption of Order: ORDER REDUCING CERTAIN CLAIMS AGAINST THE DEBTORS
(Claim Numbers 2, 13, 30, 43, 64, 86, 88, 92, 93, 94, 95, 99, 101, 121,
133, 153, 177, 186, 206, 207, 212, 228, 260, 265, 296, 313, 318, 320, 330,
338, 340, 344, 346, 353, 395, 423, 458, 494, 511, 515, 518, 542, 568, 584,
671, 700, 722, 724, 726, 745, 777, 780, 827 and 840)

The Class 10 Liquidation Trust (the “Trust”) of Shapes/Arch Holdings, L.L.C., *et al.*, the above-captioned debtors and debtors-in-possession, having filed a motion (the “Motion”) for an Order reducing certain claims, as more fully set forth in the schedules annexed to the Application in support of the Motion, pursuant to Section 502 of title 11 of the United States Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure; and the Trust having agreed to withdraw its objection to the claims of Gainsborough Hardware Ind. Ltd., and Maryland Recycle Co., Inc.; and the Trust having agreed to adjourn the Motion with respect to the claims of Metalall Co., Ltd., Metal Structures, Inc., PPG Industries, Inc., and Ware Industrial Co., LTD, and the other parties on the schedule annexed hereto having failed to object or otherwise respond to the relief requested in the Motion; and upon the Declaration of Irv Schwarzbaum in support of the Motion; and upon the affidavit of service of the Motion indicating that due and proper service was made upon, among others, the holders of claims subject to the Motion; and appearing that the other parties on the exhibits hereto having failed to object or otherwise respond to the relief requested in the Motion; and upon the record taken before me, and no adverse interest being represented and for good cause shown, it is

ORDERED, that the claims set forth on Exhibit A annexed hereto and made a part hereof be, and hereby are, reduced and/or disallowed as set forth therein.

EXHIBIT A

CLAIMANT	DEBTOR	Scheduled Amount	CLAIM NUMBER	Filed Unsecured Claim	Claim Per Debtors' Updated Books & Records
A. DUIE PYLE, INC ATTN DON STOTT PO BOX 564 WEST CHESTER, PA 19381	Shapes/Arch Holdings LLC	\$20,340.15	340	\$29,320.45	\$20,340.15
ACME CORRUGATED BOX CO., INC 2700 TURNPIKE DRIVE ATTN: DAVID PLATT, CFO HATBORO, PA 19040	Ultra LLC	\$10,356.06	511	\$13,271.04	\$10,356.06
ADVANCE SCALE CO. INC. 2400 EGG HARBOR ROAD LINDENWOLD, NJ 08021	Shapes/Arch Holdings LLC	\$2,549.68	30	\$1,163.63	\$0.00
AIR & ELECTRIC EQUIPMENT CO 2314 N SECOND STREET PHILADELPHIA, PA 19133	Shapes/Arch Holdings LLC	\$6,217.01	260	\$9,025.30	\$6,217.01
AIR LIQUIDE INDUSTRIAL U.S. LP ATTN LEGAL DEPARTMENT 2700 POST OAK BOULEVARD, SUITE 1800 HOUSTON, TX 77056	Shapes/Arch Holdings LLC	\$44,228.31	121	\$52,483.08	\$29,790.33
AIRGAS SAFETY, INC. 128 WHARTON RD BRISTOL, PA 19007-1693	Shapes/Arch Holdings LLC	\$11,970.65	827	\$13,980.12	\$11,970.65
ALCOA INC. PAUL KOPATICH 201 ISABELLA STREET PITTSBURGH, PA 15212	Delair LLC	\$336,156.47	518	\$336,156.47	\$208,237.76
AMS MECHANICAL LLC 1703 TAYLORS LA PO BOX 2252 CINNAMINSON, NJ 08077	Shapes/Arch Holdings LLC	\$17,045.69	88	\$19,636.40	\$17,045.69
ATLANTIC SCRAP & PROCESSING LLC STANLEY E. LEVINE, ESQUIRE CAMPBELL & LEVINE LLC 330 GRANT ST. STE 1700 PITTSBURGH, PA 15219	Shapes/Arch Holdings LLC	\$526,687.40	542	\$515,529.60	\$350,608.80

CLAIMANT	DEBTOR	Scheduled Amount	CLAIM NUMBER	Filed Unsecured Claim	Claim Per Debtors' Updated Books & Records
AZON USA, INC. ATTN SUSANNE TRELOAR, ACCOUNTANT 643 WEST CROSSTOWN PARKWAY KALAMAZOO, MI 49008	Shapes/Arch Holdings LLC	\$47,527.64	43	\$57,027.64	\$47,527.64
BARNES DISTRIBUTION ATTN JOHN BALONIER, CR MGR 1301 E 9TH ST STE 700 CLEVELAND, OH 44114	Shapes/Arch Holdings LLC	\$0.00	320	\$3,570.09	\$0.00
BIRD DOG SOULTIONS, INC. 2301 N 117 AVE, STE 201 OMAHA, NE 68164	Ultra LLC	\$2,767.08	95	\$5,082.65	\$2,767.08
CCTRANS2 ATTN DJ WILLIAMS, PRESIDENT 107 GREEN STREET HULMEVILLE, PA 19047-5543	Shapes/Arch Holdings LLC	\$21,583.57	346	\$25,238.17	\$21,583.57
CLEAN VENTURE INC 201 SOUTH FIRST ST. ELIZABETH, NJ 07206	Shapes/Arch Holdings LLC	\$0.00	700	\$12,274.96	\$0.00
CONSOLIDATED PLASTICS CO. 8181 DARROW ROAD TWINSBURG, OH 44087-2375	Shapes LLC	\$707.45	0	\$0.00	\$0.00
EKL MACHINE COMPANY 500 MILL ROAD ANDALUSIA, PA 19020	Shapes/Arch Holdings LLC	\$14,503.50	584	\$38,790.00	\$14,503.50
EMSOURCE, INC. ATTN: DAVID H. CRITCHFIELD, PRES/CEO P.O. BOX 17914 PORTLAND, ME 04112	Shapes/Arch Holdings LLC	\$0.00	423	\$5,000.00	\$0.00
ESTES-EXPRESS LINES ATTN CREDIT DEPARTMENT 3901 WEST BROAD STREET RICHMOND, VA 23230-3962	Shapes/Arch Holdings LLC	\$0.00	206	\$19.28	\$0.00

CLAIMANT	DEBTOR	Scheduled Amount	CLAIM NUMBER	Filed Unsecured Claim	Claim Per Debtors' Updated Books & Records
		\$2,550.35	207	\$55,978.10	\$2,550.35
FASTENAL COMPANY ATTN JOHN MILEK, GENERAL COUNSEL 2001 THEURER BLVD PO BOX 978 WINONA, MN 55987	Shapes/Arch Holdings LLC	\$5,122.70	318	\$3,240.74	\$2,371.89
HAIN CAPITAL HOLDINGS LTD AD ASSIGNEE OF SHANGAI HOUSING PRODUCTS CO LTD 301 ROUTE 17 6TH FLOOR RUTHERFORD, NJ 07070	Shapes/Arch Holdings LLC	\$40,331.26	840	\$40,331.26	\$15,181.34
HESS CORPORATION DIRECTOR OF RECEIVABLES MANAGEMENT ONE HESS PLAZA WOODBIDGE, NJ 07095	Shapes/Arch Holdings LLC	\$2,332,850.83	458	\$2,584,385.68	\$2,294,877.62
HONEYWELL INDUSTRY SOLUTIONS ATTN ERIN PINTER 2500 WEST UNION HILLS DR PHOENIX, AZ 85027	Shapes/Arch Holdings LLC	\$0.00	344	\$5,282.50	\$0.00
IKON FINANCIAL SERVICES BANKRUPTCY ADMINISTRATION P.O. BOX 13708 MACON, GA 31208	Shapes/Arch Holdings LLC	\$993.94	780	\$3,864.11	\$993.94
INDUSTRIAL WEIGHING SYSTEMS, INC. ATTN SHERYL HAND, OFFICE MANAGER 3477 HADDONFIELD ROAD PENNSAUKEN, NJ 08109	Shapes/Arch Holdings LLC	\$0.00	13	\$3,478.93	\$0.00
INTERNATIONAL BUSINESS SYSTEMS 90 BLUE RAVINE ROAD FOLSOM, CA 95630	Ultra LLC	\$0.00	671	\$2,183.75	\$0.00
		\$0.00	722	\$2,183.75	\$0.00
		\$34,579.75	186	\$59,820.10	\$34,579.75

CLAIMANT	DEBTOR	Scheduled Amount	CLAIM NUMBER	Filed Unsecured Claim	Claim Per Debtors' Updated Books & Records
J.T. REDDY INC. ATTN WALTER MEYERS CONTRACT ADMINSTRATOR 500 MARKET ST PERTH AMBOY, NJ 08862	Shapes/Arch Holdings LLC	\$1,469.22	133	\$1,469.22	\$0.00
KEYSTONE FIRE PROTECTION CO. 108 PARK DRIVE SUITE 3 MONTGOMERYVILLE, PA 18936	Delair LLC	\$0.00	726	\$3,343.02	\$0.00
MANLINE OPTICAL 2910 RT 130N ATTN CLIFF MANCINE DELRAN, NJ 08075	Shapes/Arch Holdings LLC	\$2,622.95	99	\$3,129.95	\$2,622.95
MELTON TRUCK LINES, INC. ATTN: LISA M. FAGLEMAN 808 N 161ST E. AVE. TULSA, OK 74116	Shapes/Arch Holdings LLC	\$122,151.71	395	\$139,960.66	\$122,151.71
METLSAW SYSTEMS INC. ATTN RICHARD SCHNABEL, CONTROLLER 2950 BAY VISTA COURT BENICIA, CA 94510	Shapes/Arch Holdings LLC	\$4,495.81	228	\$4,495.81	\$0.00
MID-ATLANTIC CNC, INC ATTN GARY PROSCIA, VP FINANCE 260 EVANS WAY BRANCBURG, NJ 08876	Shapes/Arch Holdings LLC	\$7,068.65	338	\$23,576.80	\$7,068.65
MIDWEST DRIVERS SOLUTION DBA TRILLIUM STAFFING SOLUTIONS ATTN SHEILA LOVETT, COLLECTIONS SPEC. 5555 GULL RD KALAMAZOO, MI 49048	Shapes/Arch Holdings LLC	\$4,840.16	92	\$9,735.37	\$4,840.16
PANITCH SCHWARZE BELISARIO & NADEL LLP ATTN MARIE ALISON SANTINI ONE COMMERCE SQUARE 2005 MARKET SUITE 2200 PHILADELPHIA, PA 19103	Shapes/Arch Holdings LLC	\$890.00	353	\$3,625.59	\$890.00

CLAIMANT	DEBTOR	Scheduled Amount	CLAIM NUMBER	Filed Unsecured Claim	Claim Per Debtors' Updated Books & Records
PENSKE TRUCK LEASING ATTN KIRTIDA BHATT, BAD DEBT CLERK PO BOX 563 READING, PA 19603	Shapes/Arch Holdings LLC	\$146,589.40	177	\$148,937.34	\$137,536.30
PERFECT TRADE DEVELOPMENT CO ROOM A, 7/12F., MAO TAI CENTURY TOWER NO. 83 ZHONG HE BEI ROAD HANGZHOU, CHINA	Ultra LLC	\$433,628.49	0	\$0.00	\$229,167.52
PRECOAT METALS DIV. OF SEQUA CORPORATION 1310 PAPIN ST., 3RD FLR ATTN: ROBERT BACHUZEWSKI ST. LOUIS, MO 63103	Delair LLC	\$39,806.62	494	\$43,403.11	\$39,806.62
PRINT TECH GRAPHICS, INC. 1165 HOLLOW RD. NARBERTH, PA 19072	Ultra LLC	\$79.54	724	\$3,421.54	\$79.54
PRO GROUP INC PO BOX 6585 ENGLEWOOD, CO 80155	Ultra LLC	\$595.00	331	\$4,845.00	\$595.00
PSK STEEL CORP. ATTN PATRICIA J LYDIC, OFFICE MANAGER PO BOX 308 HUBBARD, OH 44425	Shapes/Arch Holdings LLC	\$26,683.00	2	\$38,683.00	\$26,683.00
QUENCH USA DOLPHIN CAPITAL CORP GRETCHEN SIMMONS PO BOX 605 MOBERLY, MO 65270	Ultra LLC	\$283.82	94	\$2,024.91	\$283.82

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QUENCH DOLPHIN CAPITAL CORP GRETCHEN SIMMONS, LITIGATION SPECIALIST PO BOX 605 MOBERLY, MO 65270	Delair LLC	\$0.00	93	\$2,662.71	\$0.00
REVENUE MANAGEMENT TRANSFEROR: MATI SALES, LLC ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	Delair LLC	\$3,988.90	515	\$7,565.15	\$2,901.10
REVENUE MANAGEMENT TRANSFEROR: WHARTON HARDWARE & SUPPLY CO ONE UNIVERSITY PLAZA SUITE 312 HACKENSACK, NJ 07601	Shapes/Arch Holdings LLC	\$5,204.52	64	\$5,086.28	\$3,945.28
SAF-GARD SAFETY SHOE CO. 2701 PATTERSON ST. GREENSBORO, NC 27404	Shapes/Arch Holdings LLC	\$2,893.71	745	\$2,978.70	\$0.00
TATE ENGINEERING SYSTEMS, INC ATTN CAROL GRANDY, AR MANAGER 1560 CATON CENTER DRIVE BALTIMORE, MD 21227	Shapes/Arch Holdings LLC	\$2,096.56	86	\$2,096.56	\$0.00
TOTAL CARE NETWORK, INC ATTN CHRISTINE M KNYSH, PRESIDENT / CEO PENN TREATY PARK PLACE 1341 N DELAWARE AVE, SUITE 403 PHILADELPHIA, PA 19125-4300	Shapes/Arch Holdings LLC	\$1,630.00	330	\$1,620.00	\$0.00
TPC WIRE & CABLE ATTN BECKY JOHNSON, CREDIT SUPERVISOR 7061 E PLEASANT VALLEY RD INDEPENDENCE, OH 44131	Shapes/Arch Holdings LLC	\$1,238.89	101	\$1,238.39	\$0.00

Shapes et al
Books Records Objection
Exhibit

CLAIMANT	DEBTOR	Scheduled Amount	CLAIM NUMBER	Filed Unsecured Claim	Claim Per Debtors' Updated Books & Records
TTI ENVIRONMENTAL INC. ATTN WILLIAM DOLAN, CEO 1253 N CHURCH STREET MOORESTOWN, NJ 08057	Shapes/Arch Holdings LLC	\$17,849.74	296	\$20,525.17	\$17,849.74
UNEEDA BOLT & SCREW CO INC 10 CAPITOL DRIVE ATTN: ELI BRICKMAN, PRES. MOONACHIE, NJ 07074	Shapes/Arch Holdings LLC	\$126,985.68	777	\$149,217.14	\$126,985.68
VISUMATIC INDUSTRIAL PRODUCTS, INC ATTN HAROLD CUNNINGHAM, CFO 856 PORTER PLACE LEXINGTON, KY 40508	Shapes/Arch Holdings LLC	\$7,125.50	153	\$9,451.50	\$7,125.50
W.W. GRAINGER, INC. ATTN ANNE GODZISZEWSKI 7300 N MELVINA AVE. M240 NILES, IL 60714-3998	Shapes/Arch Holdings LLC	\$3,036.64	313	\$8,095.90	\$3,036.64
WINDOW DEPOT USA ATTN JIM VENABLE, PRESIDENT 10800 FINANCIAL CENTER PARKWAY #280 LITTLE ROCK, AR 72211	Accu-Weld LLC	\$29,799.16	212	\$55,838.83	\$29,799.16
WOODWARD PRINTING SERVICES ATTN SHARON WELBORN PO BOX 688 DUBUQUE, IA 52004-0688	Shapes/Arch Holdings LLC	\$0.00	265	\$5,950.31	\$0.00